

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

BORDERS GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 11-10614 (MG)

(Jointly Administered)

**AFFIDAVIT OF PUBLICATION OF THE NOTICE OF DEADLINES FOR
FILING PROOFS OF CLAIM IN THE NEW YORK TIMES**

This Affidavit of Publication includes the sworn statement, attached hereto as Exhibit A and incorporated by reference herein, verifying that the Notice of Deadlines for Filing Proofs of Claim was published in *The New York Times* on April 25, 2011.

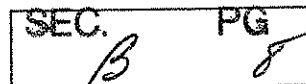
¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Borders Group, Inc. (4588); Borders International Services, Inc. (5075); Borders, Inc. (4285); Borders Direct, LLC (0084); Borders Properties, Inc. (7978); Borders Online, Inc. (8425); Borders Online, LLC (8996); and BGP (UK) Limited.

EXHIBIT A



The New York Times

620 8TH AVENUE • NEW YORK, NY 10018



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In re
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Debtors.

Chapter 11
Case No. 11-10614 (MG)
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The Debtors in these cases are:

Borders Group, Inc. (11-10614 (MG)); Borders, Inc. (11-10615 (MG));
Borders International Services, Inc. (11-10616 (MG)); Borders
Direct, LLC (11-10617 (MG)); Borders Properties, Inc. (11-10618
(MG)); Borders Online, Inc. (11-10619 (MG)); Borders Online, LLC
(11-10620 (MG)); BGP (UK), Limited (11-10621 (MG)).

**NOTICE OF DEADLINES FOR FILING PROOFS OF CLAIM
TO ALL ENTITIES WITH CLAIMS AGAINST BORDERS GROUP, INC.
AND ITS AFFILIATED DEBTORS (THE "DEBTORS"): PLEASE TAKE
NOTICE OF THE FOLLOWING:**

On February 16, 2011, each of the Debtors filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

On April 7, 2011, the United States Bankruptcy Court for the Southern District of New York (the "Court") entered an order (the "Bar Date Order") establishing (a) June 1, 2011 at 5:00 p.m. (Prevaling Eastern Time) (the "General Bar Date") as the deadline for each person or entity other than a Governmental Unit (as defined by section 101(27) of the Bankruptcy Code) to file a proof of claim ("Proof of Claim") with respect to any claim against any of the Debtors that arose prior to February 16, 2011 and (b) August 15, 2011 at 5:00 p.m. (Prevaling Eastern Time) (the "Governmental Bar Date") together with the General Bar Date, the "Bar Dates") for Governmental Units to file a Proof of Claim with respect to any claim against any of the Debtors that arose prior to February 16, 2011.

A CLAIMANT SHOULD CONSULT AN ATTORNEY IF THE CLAIMANT HAS ANY QUESTIONS, INCLUDING WHETHER TO FILE A PROOF OF CLAIM.

You may need to file a Proof of Claim if you have a claim that arose prior to February 16, 2011 against any of the Debtors. Acts or omissions of the Debtors that arose prior to February 16, 2011 may give rise to claims against the Debtors that must be filed by the Bar Date notwithstanding that such claims may not have matured or become fixed or liquidated as of February 16, 2011.

For further information about the Bar Dates, whether you need to file a Proof of Claim, how and where to file a Proof of Claim, and other related information, you may access the Debtors' chapter 11 website at www.bordersreorganization.com, or contact the Debtors' claims agent, The Garden City Group, at 1-877-906-7675 or by e-mail at Bordersinfo@gccinc.com. The website also includes a list of all the names under which the Debtors have operated in the past eight years and copies of the Bar Date Order, form Proofs of Claim, and other related materials.

YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST ANY OF THE DEBTORS.

Any creditor who is required, but fails, to file a Proof of Claim in accordance with the Bar Date Order on or before the applicable Bar Date shall be forever barred, estopped, and enjoined from asserting such claim against the Debtors (or filing a Proof of Claim with respect thereto), the Debtors and their property shall be forever discharged from any and all indebtedness or liability with respect to such claim, and such holder shall not be permitted to vote to accept or reject any plan of reorganization filed in these chapter 11 cases or participate in any distribution in the Debtors' chapter 11 cases on account of such claim or to receive further notices regarding such claim.

DATED: April 7, 2011, New York, New York
BY ORDER OF THE COURT
KASOWITZ, BENSON, TORRES & FRIEDMAN LLP, 1633 Broadway, New York, New York 10019, Telephone: (212) 506-1700, Facsimile: (212) 506-1800,
Attorneys for Debtors and Debtors in Possession

CERTIFICATION OF PUBLICATION

APR 25 2011 20

I, Alice Weber, in my capacity as a Principal Clerk of the Publisher of The New York Times a daily newspaper of general circulation printed and published in the City, County and State of New York, hereby certify that the advertisement annexed hereto was published in the editions of The New York Times on the following date or dates, to wit on

APR 25 2011 20

Alice Weber

Approved:

Maria Pannullo

THIS CERTIFICATION
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